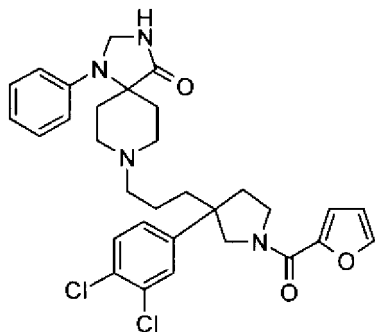
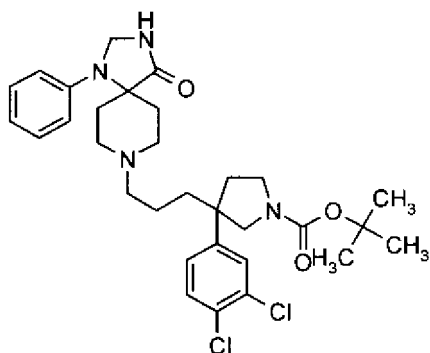


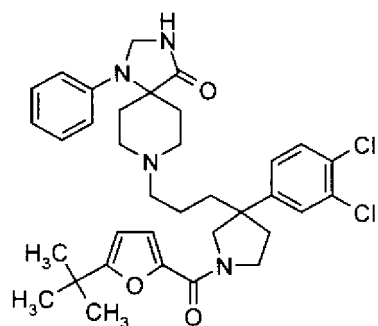
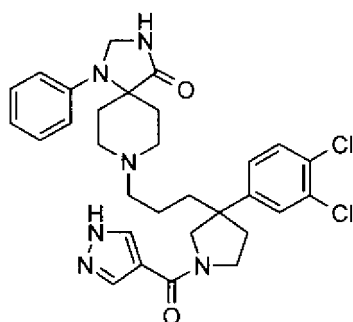
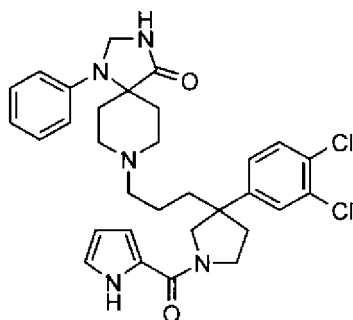
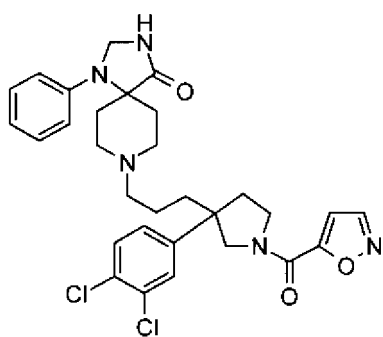
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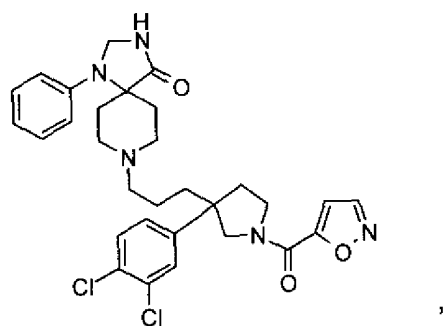
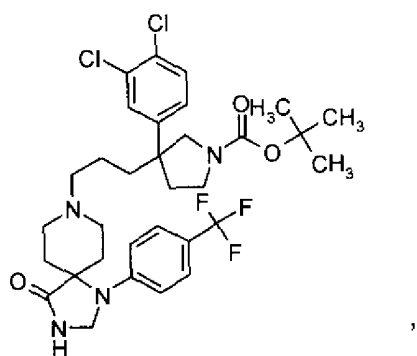
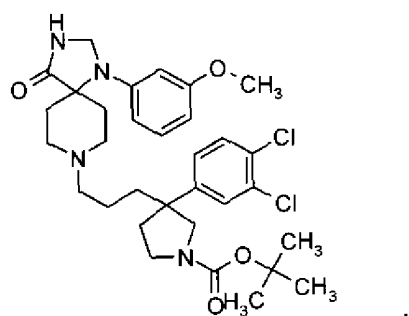
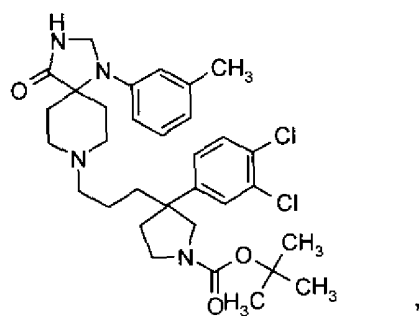
This listing of claims will replace all prior versions, and listings, of claims in the application:

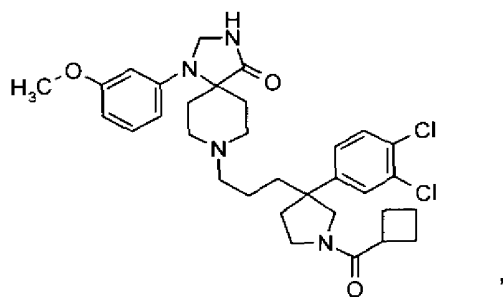
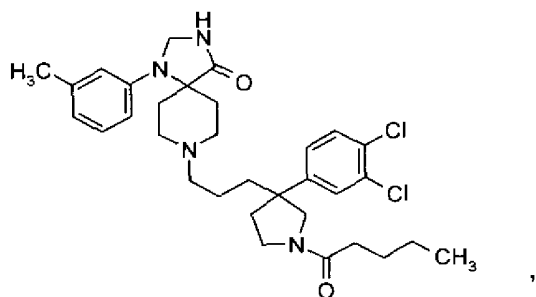
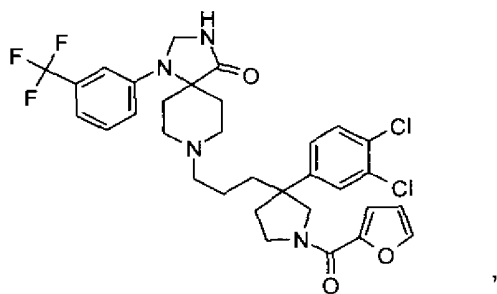
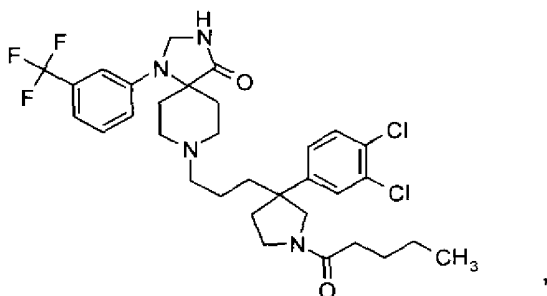
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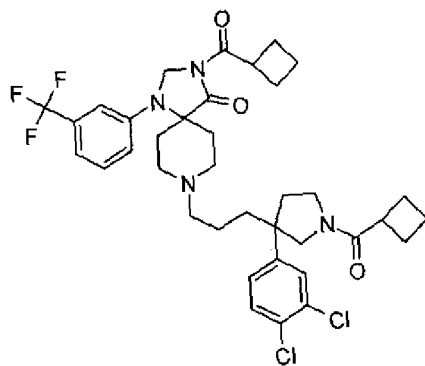
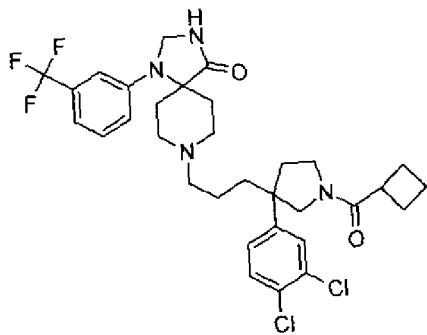
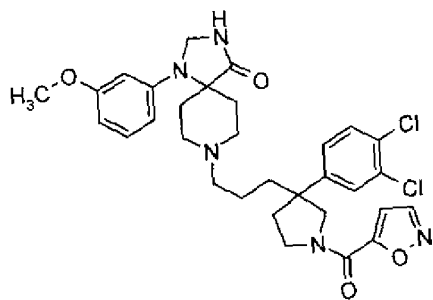
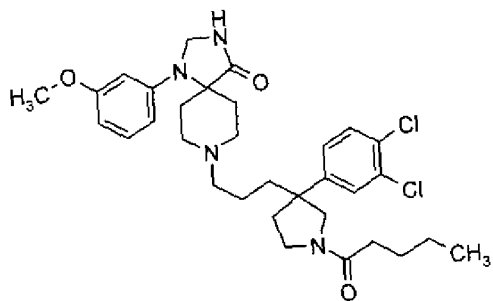
1. (Cancelled).
2. (Previously Presented) A compound or salt thereof selected from the group consisting of

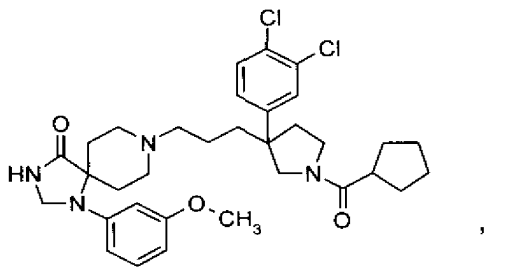
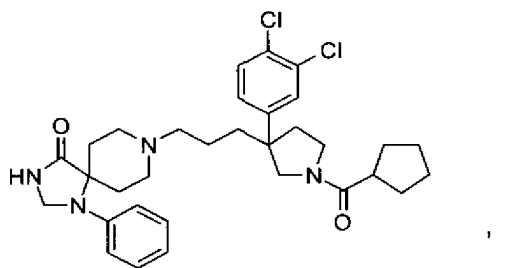
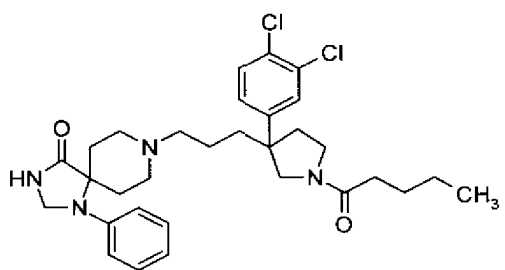
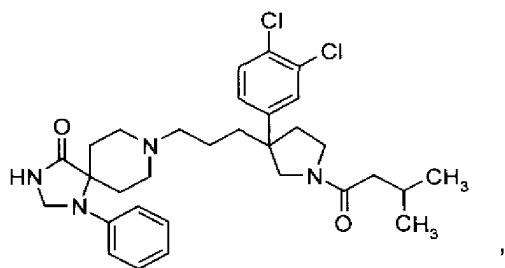


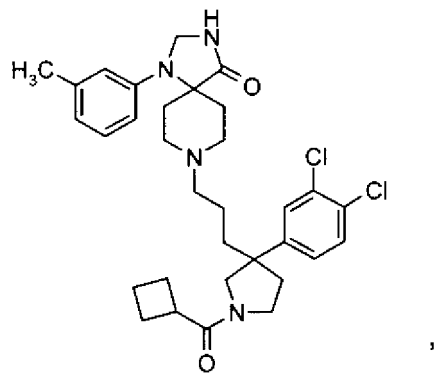
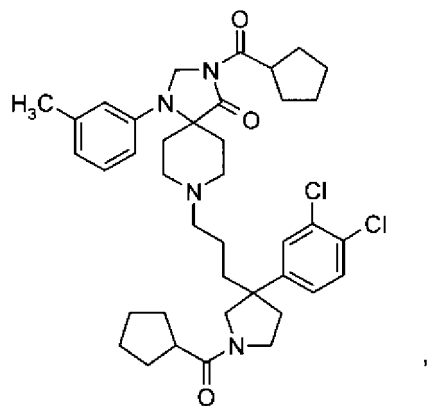
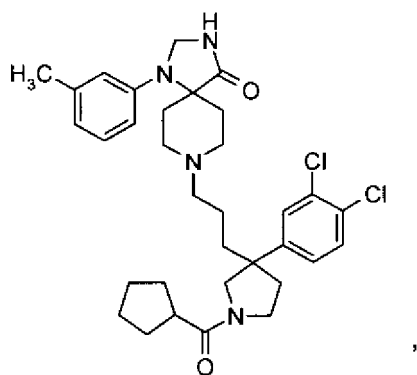
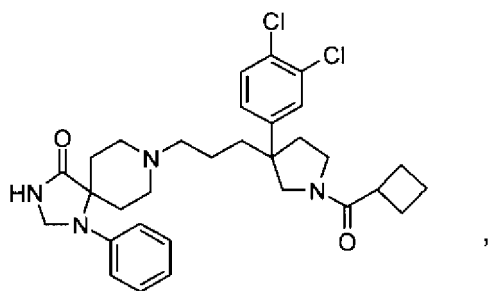


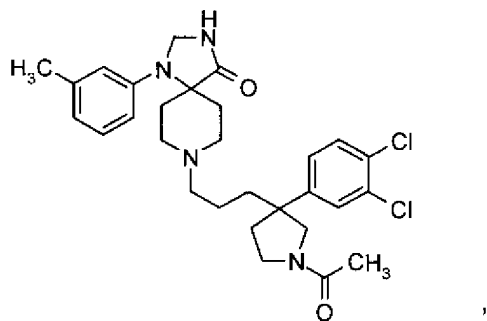
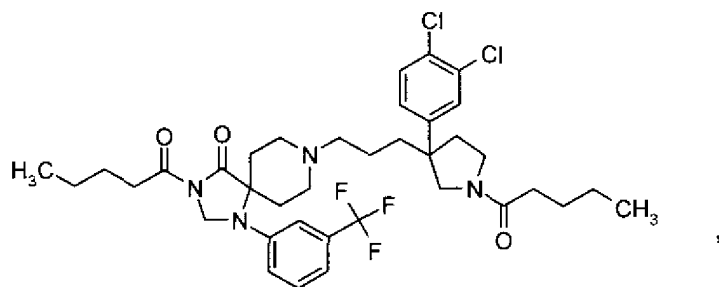
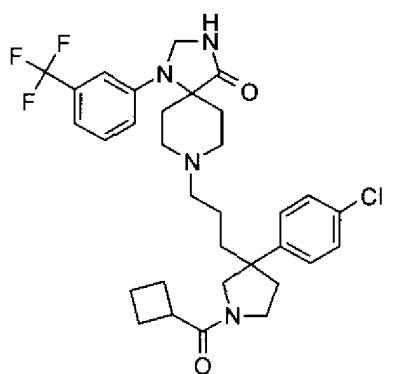
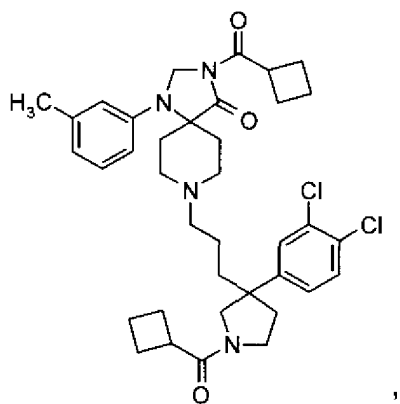




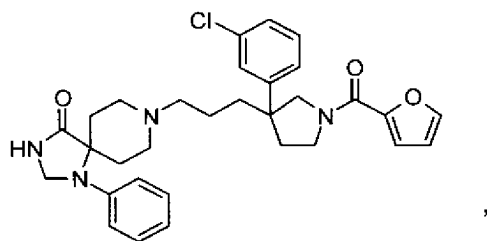
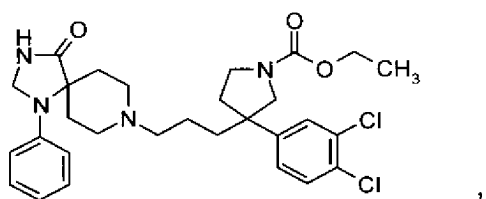
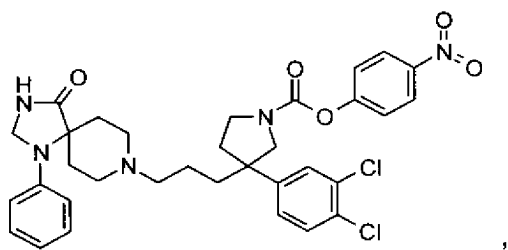
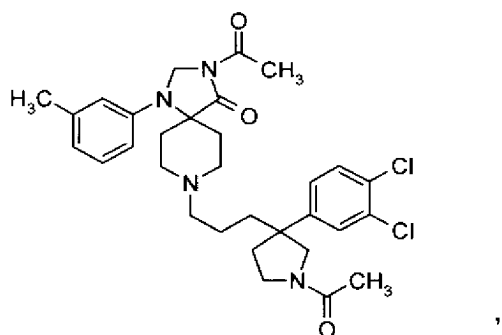


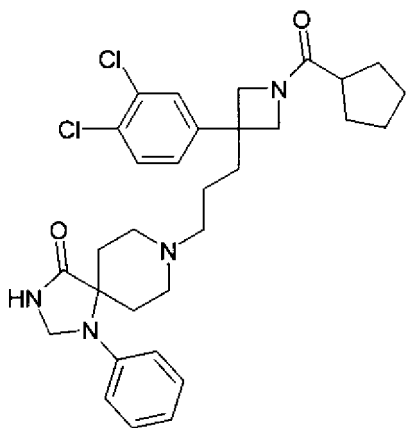




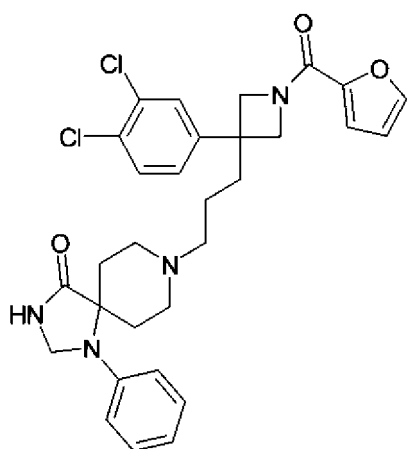








, and



3. (Previously Presented) A compound selected from the group consisting of  
tert-butyl 3-(3,4-dichlorophenyl)-3-[3-(4-oxo-1-phenyl-1,3,8-triazaspiro[4.5]dec-8-yl)propyl]pyrrolidine-1-carboxylate;  
8-{3-[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;  
8-{3-[3-(3,4-dichlorophenyl)-1-(isoxazol-5-ylcarbonyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;  
8-{3-[3-(3,4-dichlorophenyl)-1-(1H-pyrrol-2-ylcarbonyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;  
8-{3-[3-(3,4-dichlorophenyl)-1-pentanoylpyrrolidin-3-yl]propyl}-1-[3-(trifluoromethyl)phenyl]-1,3,8-triazaspiro[4.5]decan-4-one;  
8-{3-[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]propyl}-1-[3-(trifluoromethyl)phenyl]-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[1-(cyclobutylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-[3-(trifluoromethyl)phenyl]-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[3-(3,4-dichlorophenyl)-1-pentanoylpyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[1-(cyclopentylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[1-(cyclobutylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[1-(cyclobutylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-(3-methylphenyl)-1,3,8-triazaspiro[4.5]decan-4-one;

3-acetyl-8-{3-[1-acetyl-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-(3-methylphenyl)-1,3,8-triazaspiro[4.5]decan-4-one;

8-(2-{[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]oxy}ethyl)-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-(2-{[1-(cyclopentylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy}ethyl)-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-(2-{[1-acetyl-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy}ethyl)-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

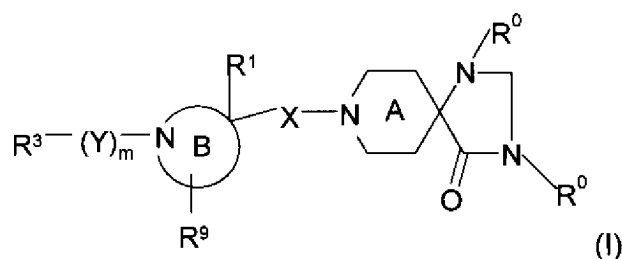
8-(2-{[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]oxy}ethyl)-1-(3-methoxyphenyl)-1,3,8-triazaspiro[4.5]decan-4-one;

8-(2-{[1-(cyclopentylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy}ethyl)-1-(3-methoxyphenyl)-1,3,8-triazaspiro[4.5]decan-4-one; and

8-(2-{[1-acetyl-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy}ethyl)-1-(3-methoxyphenyl)-1,3,8-triazaspiro[4.5]decan-4-one.

4.-47. (Cancelled).

48. (Currently Amended) A compound of formula (I)



and pharmaceutically acceptable derivatives thereof, wherein

X is  $(\text{CH}_2)_3$ ;

Ring A is a saturated, 6-membered monocyclic ring having one ring nitrogen;

Ring B is a saturated 4 or 5 membered ring containing the depicted ring nitrogen;

$R^1$  is a phenyl or a phenyl substituted with mono- or di- halogen;

Y is  $-\text{C}(\text{O})-$  or  $-\text{C}(\text{O})-\text{O}$ , and m is 1;

$R^3$  is H,  $-\text{N}(\text{R}^0)_2$ ,  $-\text{N}(\text{R}^0)\text{C}(\text{O})\text{R}^0$ ,  $-\text{CN}$ , halogen,  $\text{CF}_3$ , alkyl optionally substituted by one or more groups selected from  $R^7$  or  $-\text{S}$ -aryl optionally substituted by  $-(\text{CH}_2)_{1-6}-\text{N}(\text{R}^0)\text{SO}_2(\text{R}^0)$ , alkenyl optionally substituted by one or more groups selected from  $R^7$  or  $-\text{S}$ -aryl optionally substituted by  $-(\text{CH}_2)_{1-6}-\text{N}(\text{R}^0)\text{SO}_2(\text{R}^0)$ , alkynyl optionally substituted by one or more groups selected from  $R^7$  or  $-\text{S}$ -aryl optionally substituted by  $-(\text{CH}_2)_{1-6}-\text{N}(\text{R}^0)\text{SO}_2(\text{R}^0)$ , cycloalkyl or carbocyclyl optionally substituted by one or more  $R^8$ , ~~aryl optionally substituted by one or more  $R^6$ , heteroaryl optionally substituted by one or more  $R^6$~~ , or heterocyclyl optionally substituted by one or more  $R^8$ ;

each  $R^6$  is independently selected from the group consisting of halogen,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,

$-\text{OR}^0$ ,  $-(\text{CH}_2)_{1-6}-\text{OR}^0$ ,  $-\text{SR}^0$ ,  $-(\text{CH}_2)_{1-6}-\text{SR}^0$ ,  $-\text{SCF}_3$ ,  $-\text{R}^0$ , methylenedioxy, ethylenedioxy,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-(\text{CH}_2)_{1-6}-\text{CN}$ ,  $-\text{N}(\text{R}^0)_2$ ,  $-(\text{CH}_2)_{1-6}-\text{N}(\text{R}^0)_2$ ,  $-\text{NR}^0\text{C}(\text{O})\text{R}^0$ ,  $-\text{NR}^0(\text{CN})$ ,  $-\text{NR}^0\text{C}(\text{O})\text{N}(\text{R}^0)_2$ ,  $-\text{NR}^0\text{C}(\text{S})\text{N}(\text{R}^0)_2$ ,  $-\text{NR}^0\text{CO}_2\text{R}^0$ ,  $-\text{NR}^0\text{NR}^0\text{C}(\text{O})\text{R}^0$ ,  $-\text{NR}^0\text{NR}^0\text{C}(\text{O})\text{N}(\text{R}^0)_2$ ,  $-\text{NR}^0\text{NR}^0\text{CO}_2\text{R}^0$ ,  $-\text{C}(\text{O})\text{C}(\text{O})\text{R}^0$ ,  $-\text{C}(\text{O})\text{CH}_2\text{C}(\text{O})\text{R}^0$ ,  $-(\text{CH}_2)_{0-6}\text{CO}_2\text{R}^0$ ,  $-\text{O}-\text{C}(\text{O})\text{R}^0$ ,  $-\text{C}(\text{O})\text{R}^0$ ,  $-\text{C}(\text{O})\text{N}(\text{R}^0)\text{N}(\text{R}^0)_2$ ,  $-\text{C}(\text{O})\text{N}(\text{R}^0)_2$ ,  $-\text{C}(\text{O})\text{N}(\text{R}^0)\text{OH}$ ,  $-\text{C}(\text{O})\text{N}(\text{R}^0)\text{SO}_2\text{R}^0$ ,  $-\text{OC}(\text{O})\text{N}(\text{R}^0)_2$ ,  $-\text{S}(\text{O})_t\text{R}^0$ ,  $-\text{S}(\text{O})_t-\text{OR}^0$ ,  $-\text{S}(\text{O})_t\text{N}(\text{R}^0)\text{C}(\text{O})\text{R}^0$ ,  $-\text{S}(\text{O})_t\text{N}(\text{R}^0)\text{OR}^0$ ,  $-\text{NR}^0\text{SO}_2\text{N}(\text{R}^0)_2$ ,  $-\text{NR}^0\text{SO}_2\text{R}^0$ ,  $-\text{C}(=\text{S})\text{N}(\text{R}^0)_2$ ,  $-\text{C}(=\text{NH})-\text{N}(\text{R}^0)_2$ ,  $-(\text{CH}_2)_{1-6}-\text{C}(\text{O})\text{R}^0$ ,  $-\text{C}(=\text{N}-\text{OR}^0)-\text{N}(\text{R}^0)_2$ ,  $-\text{O}-(\text{CH}_2)_{0-6}-\text{SO}_2\text{N}(\text{R}^0)_2$ ,

$-(CH_2)_{1-6}-NHC(O)R^0$ , and  $-SO_2N(R^0)_2$  wherein the two  $R^0$ 's on the same nitrogen are optionally taken together to form a 5-8 membered saturated, partially saturated, or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen, or sulfur;

each  $R^7$  is independently selected from the group consisting of halogen,  $-CF_3$ ,  $-R^0$ ,  $-OR^0$ ,  $-OCF_3$ ,  $-(CH_2)_{1-6}-OR^0$ ,  $-SR^0$ ,  $-SCF_3$ ,  $-(CH_2)_{1-6}-SR^0$ , aryl optionally substituted by  $R^6$ , methylenedioxy, ethylenedioxy,  $-NO_2$ ,  $-CN$ ,  $-(CH_2)_{1-6}-CN$ ,  $-N(R^0)_2$ ,  $-(CH_2)_{1-6}-N(R^0)_2$ ,  $-NR^0C(O)R^0$ ,  $-NR^0(CN)$ ,  $-NR^0C(O)N(R^0)_2$ ,  $-N(R^0)C(S)N(R^0)_2$ ,  $-NR^0CO_2R^0$ ,  $-NR^0NR^0C(O)R^0$ ,  $-NR^0NR^0C(O)N(R^0)_2$ ,  $-NR^0NR^0CO_2R^0$ ,  $-C(O)C(O)R^0$ ,  $-C(O)CH_2C(O)R^0$ ,  $-(CH_2)_{0-6}-CO_2R^0$ ,  $-C(O)R^0$ ,  $-C(O)N(R^0)N(R^0)_2$ ,  $-C(O)N(R^0)_2$ ,  $-C(O)N(R^0)OH$ ,  $-OC(O)R^0$ ,  $-C(O)N(R^0)SO_2R^0$ ,  $-OC(O)N(R^0)_2$ ,  $-S(O)_tR^0$ ,  $-S(O)_t-OR^0$ ,  $-S(O)_tN(R^0)C(O)R^0$ ,  $-S(O)_tN(R^0)OR^0$ ,  $-NR^0SO_2N(R^0)_2$ ,  $-NR^0SO_2R^0$ ,  $-C(=S)N(R^0)_2$ ,  $-C(=NH)-N(R^0)_2$ ,  $-(CH_2)_{1-6}-C(O)R^0$ ,  $-C(=N-OR^0)-N(R^0)_2$ ,  $-O-(CH_2)_{0-6}-SO_2N(R^0)_2$ ,  $-(CH_2)_{1-6}-NHC(O)R^0$ , and  $-SO_2N(R^0)_2$  wherein the two  $R^0$ 's on the same nitrogen are optionally taken together to form a 5-8 membered saturated, partially saturated, or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen, or sulfur;

each  $R^8$  is independently selected from  $R^7$ ,  $=O$ ,  $=S$ ,  $=N(R^0)$ , and  $=N(CN)$ ;

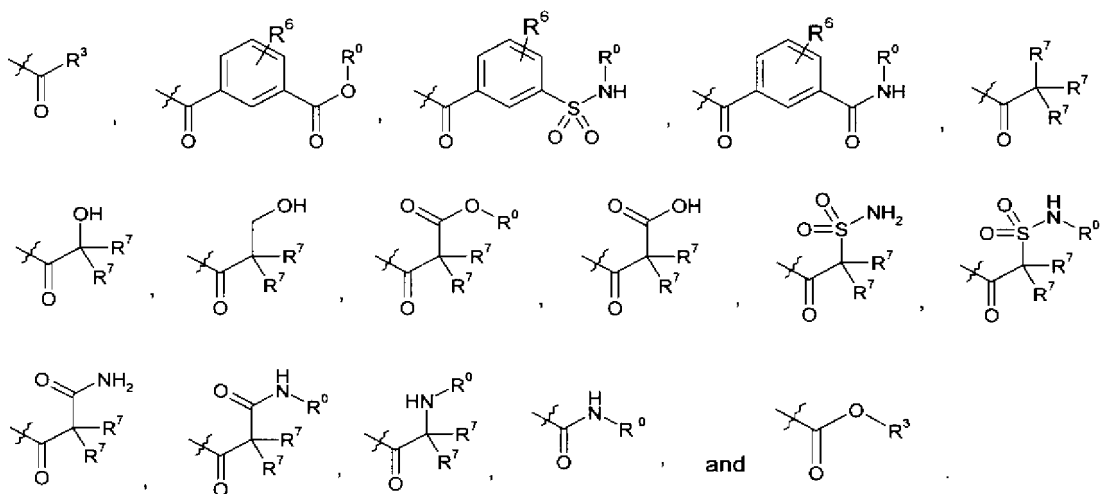
$R^9$  is H;

each  $R^0$  is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, carbocyclalkyl, aryl, heteroaryl, aralkyl, heteroaralkyl, heterocycl, and heterocyclalkyl, wherein each member of  $R^0$  except H is optionally substituted by one or more  $R^*$ ,  $OR^*$ ,  $N(R^*)_2$ ,  $=O$ ,  $=S$ , halo,  $CF_3$ ,  $NO_2$ ,  $CN$ ,  $-C(O)R^*$ ,  $-CO_2R^*$ ,  $-C(O)-aryl$ ,  $-C(O)-heteroaryl$ ,  $-C(O)-aralkyl$ ,  $-S(O)_t-aryl$ ,  $-S(O)_t-heteroaryl$ ,  $-NR^*SO_2R^*$ ,  $-NR^*C(O)R^*$ ,  $-NR^*C(O)N(R^*)_2$ ,  $-N(R^*)C(S)N(R^*)_2$ ,  $-NR^*CO_2R^*$ ,  $-NR^*NR^*C(O)R^*$ ,  $-NR^*NR^*C(O)N(R^*)_2$ ,  $-NR^*NR^*CO_2R^*$ ,  $-C(O)C(O)R^*$ ,  $-C(O)CH_2C(O)R^*$ ,  $-C(O)N(R^*)N(R^*)_2$ ,  $-C(O)N(R^*)_2$ ,  $-C(O)NR^*SO_2R^*$ ,  $-OC(O)N(R^*)_2$ ,  $-S(O)_tR^*$ ,  $-NR^*SO_2N(R^*)_2$ ,  $-SO_2N(R^*)_2$  wherein the two  $R^*$ 's on the same nitrogen are optionally taken together to

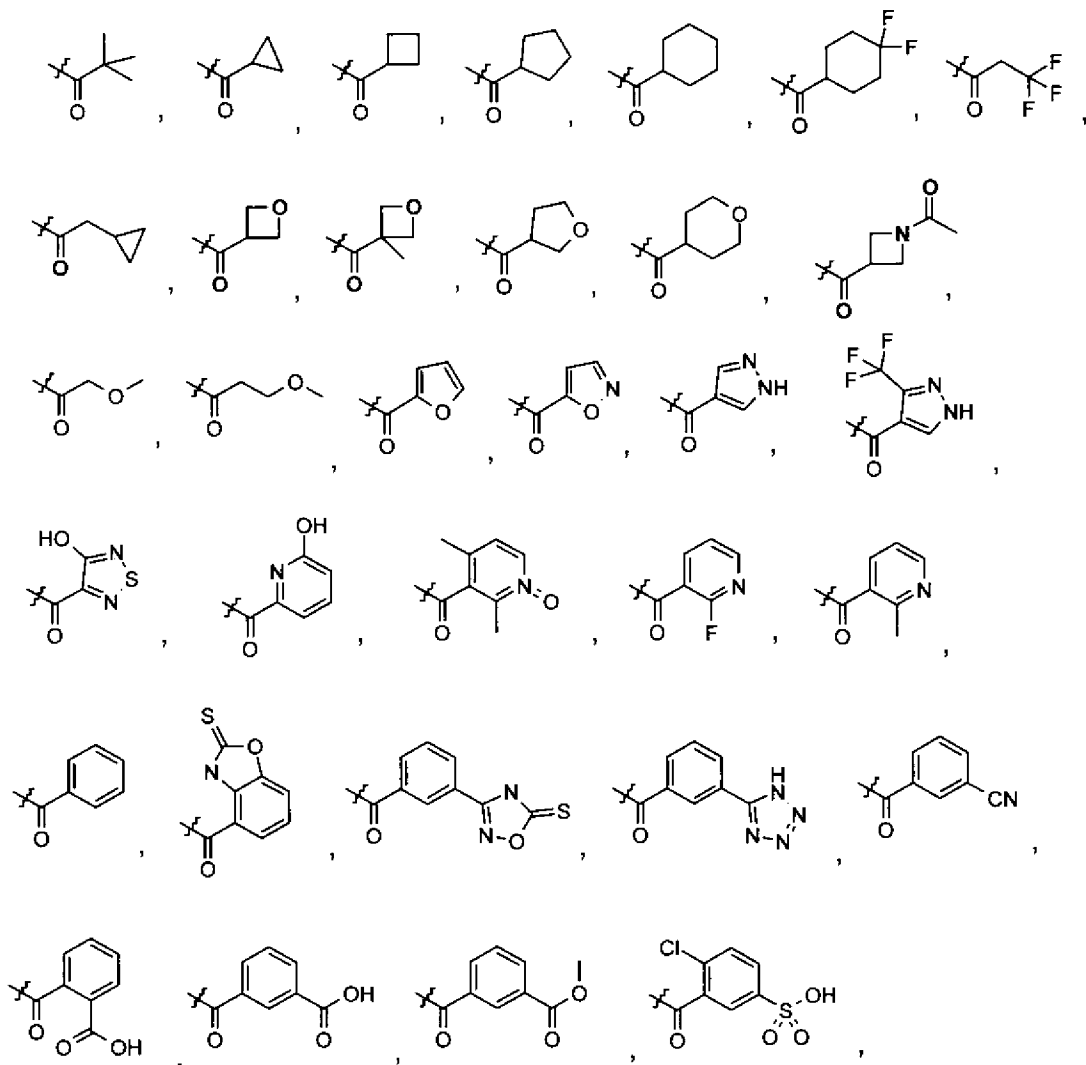
form a 5-8 membered saturated, partially saturated or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen or sulfur;

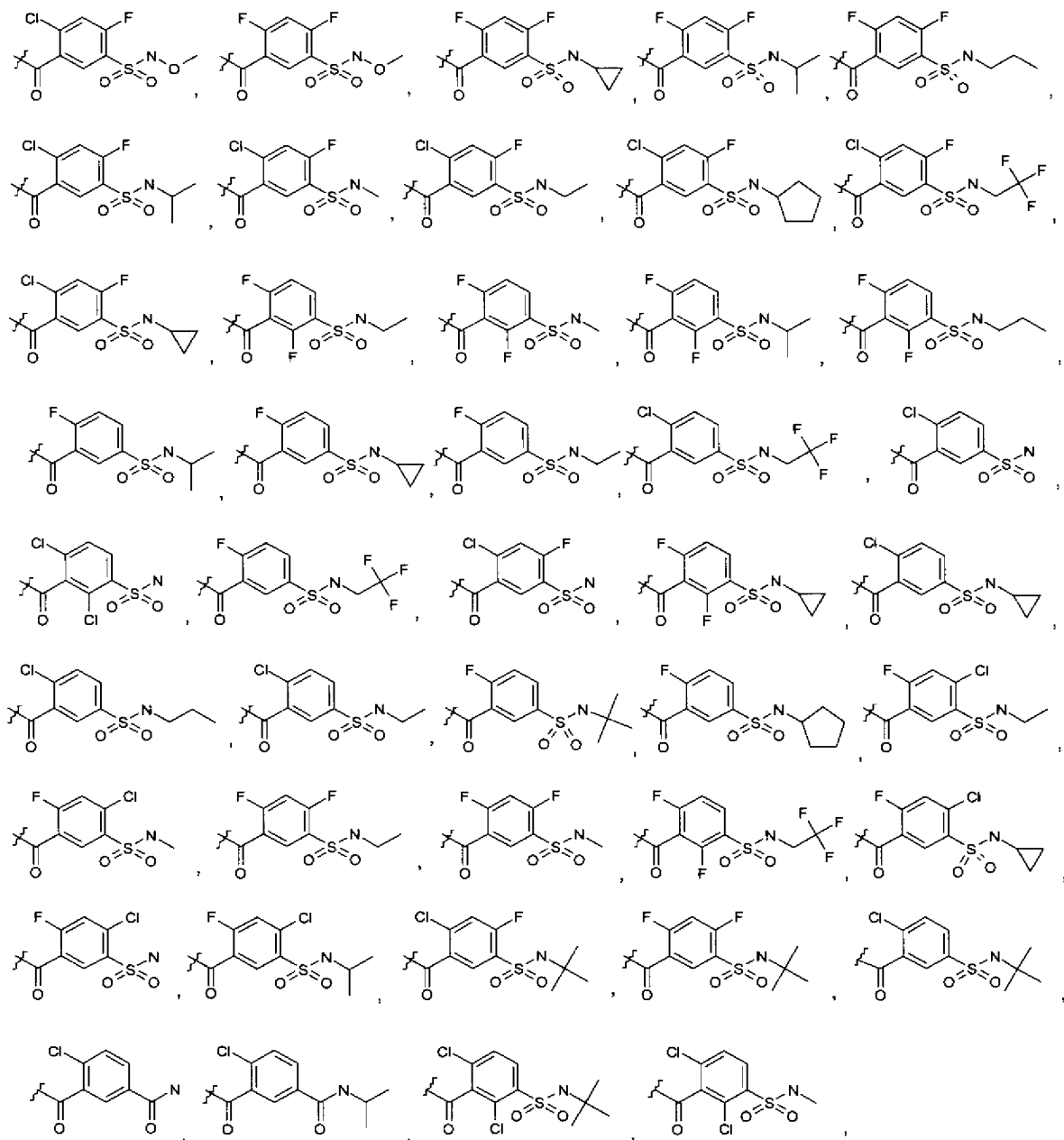
each R\* is independently H, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, or heteroaryl.

49. (New) The compound of claim 48 wherein the B ring is pyrrolidine.
50. (New) The compound of claim 48 wherein R<sup>1</sup> is phenyl mono- or di-substituted with halogen.
51. (New) The compound of claim 48 wherein R<sup>1</sup> is phenyl di-substituted with Cl.
52. (New) The compound of claim 48 wherein -(Y)<sub>m</sub>-R<sup>3</sup> is selected from the group consisting of

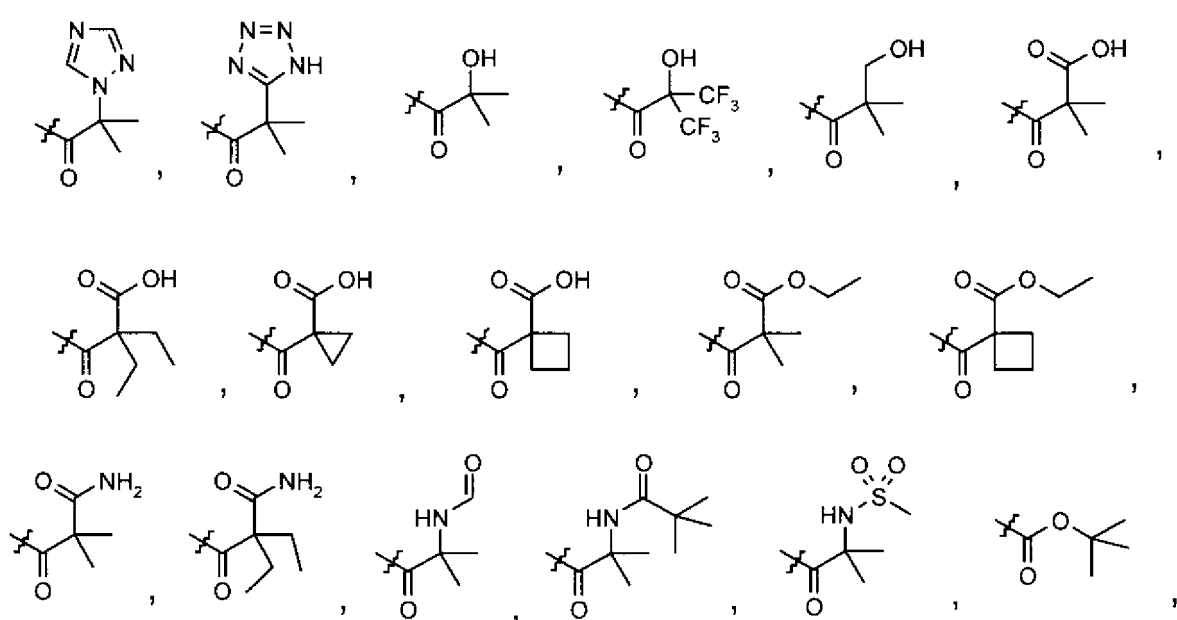
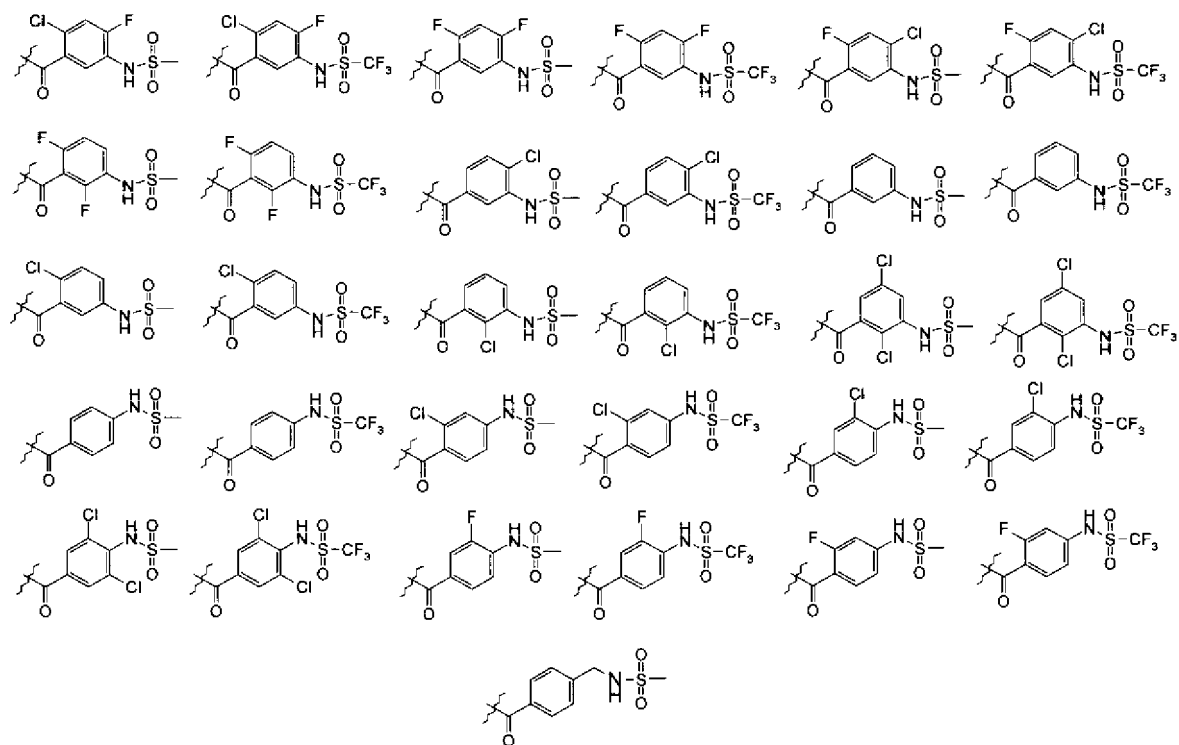


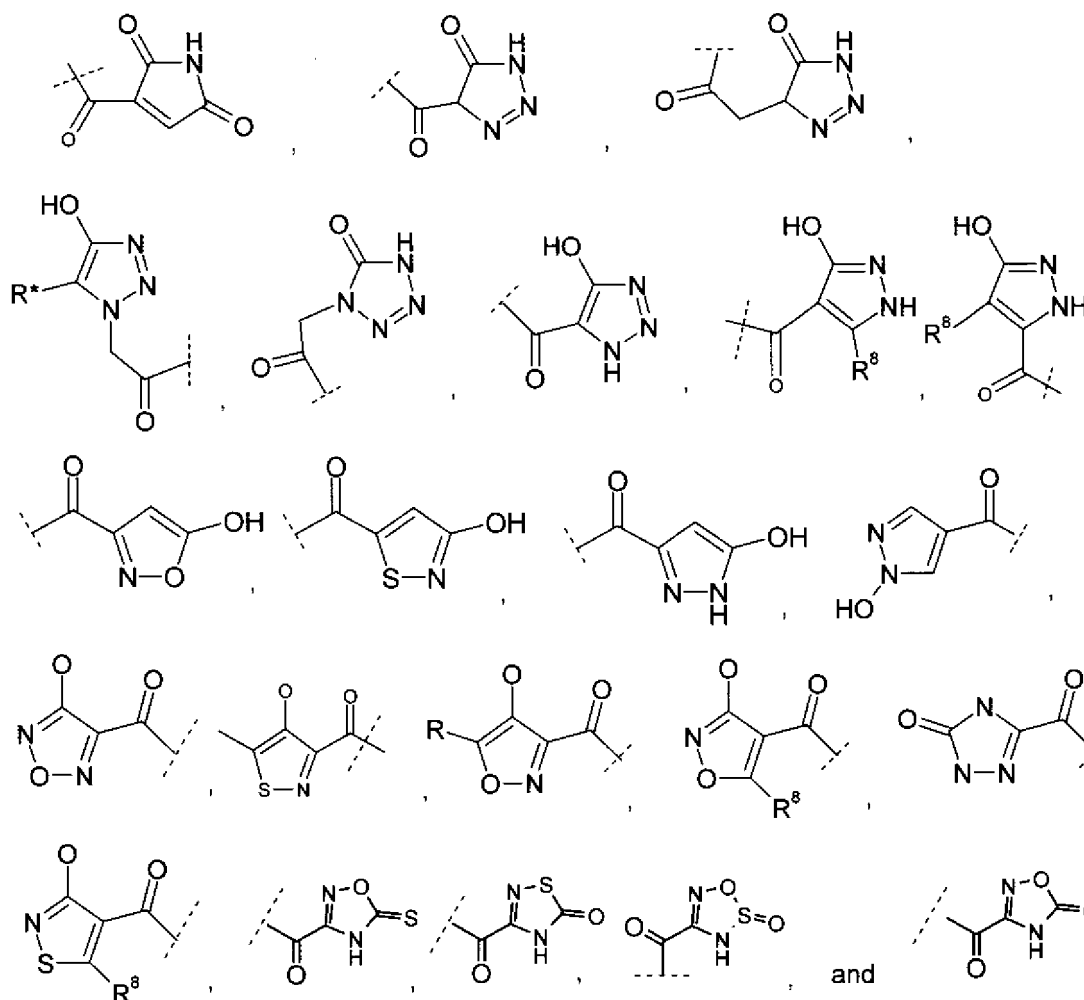
53. (New) The compound of claim 48 wherein  $-(Y)_m-R^3$  is selected from the group consisting of







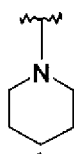




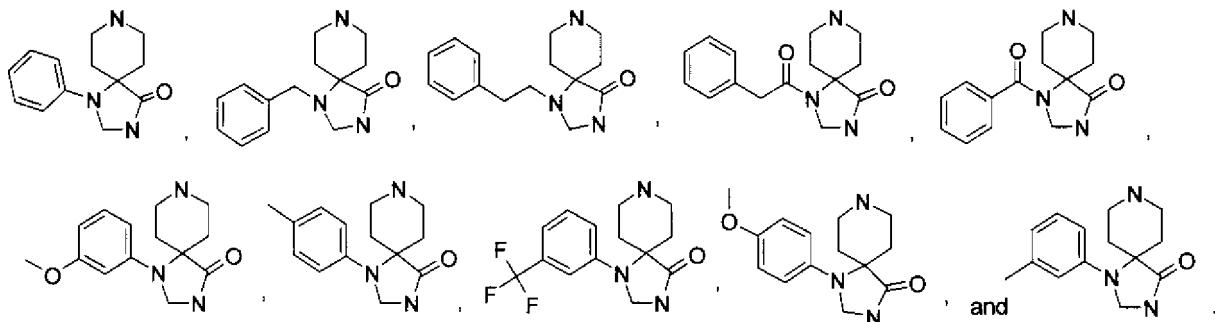
54. (New) The compound of claim 48 wherein  $m$  is 1,  $Y$  is  $-\text{C}(\text{O})-$ , and  $\text{R}^3$  is either aryl or heteroaryl, wherein said aryl or heteroaryl is optionally substituted, with an optionally substituted alkyl, or an optionally substituted cycloalkyl.

55. (New) The compound of claim 48 wherein  $m$  is 1,  $Y$  is  $-\text{C}(\text{O})\text{O}-$ , and  $\text{R}^3$  is optionally substituted alkyl or optionally substituted aryl.

56. (New) The compound of claim 48 wherein the A ring, with an asterisk indicating the point of substitution, is



57. (New) The compound of claim 48 wherein the A ring in combination with R<sup>2</sup> is selected from the group consisting of



58. (New) A pharmaceutical composition comprising a pharmaceutically effective amount of a compound according to claim 48 together with a pharmaceutically acceptable carrier.

59. (New) The pharmaceutical composition according to claim 58 in the form of a tablet or capsule.

60. (New) The pharmaceutical composition according to claim 58 in the form of a liquid.